B2 10 (12/04)

United States Bankruptcy Court Southern District Of New York

n re: DELPHI CORPORATION, et al.,	CaseNo. <u>05-44481 (RDD)</u>

(Jointly Administrated)

Court ID (Court use only)_____

NOTICE OF PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001 (e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

CREDIT SUISSE	SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd		
Name of Transferee	Name of Transferor		
Name and Address where notices to transferee should be sent: CREDIT SUISSE 11 Madison Avenue, 5th Floor New York, New York 10010	Court Record Address of Transferor(Court Use Only):		
Attention: Gil Golan			
Phone: (212) 325-2175 Last Four Digits of Acct #:	Last Four Digits of Acct. #:		
Name and Address where transferee payments should be sent (if different from above):	Name and Current Address of Transferor		
(Same as above)			
Phone:	Phone:		
Last Four Digits of Acct #: Court Claim # (if known): 12677 & 14318 Date Claim Filed: July 31, 2006 Original Claim Amount: \$9,078,756.03 Partial Transfer Amount: 7,500,000.00	Last Four Digits of Acct. #:		
I declare under penalty of perjury that the information proof my knowledge and belief.	ovided in this notice is true and correct to the best		
By: <u>Lesley Hynes</u> Transferee/Transferee's Agent Penalty for making a false statement: Fine of up to \$500,000 or imprisor	Date: November 1, 2006 ment for up to 5 years, or both. 18 U.S.C. §~ 152 & 3571.		
~DEADLINE TO OBJECT	TO TRANSFER~		
The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.			
Date:	CLERK OF THE COURT		

- 15 -

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, SPCP GROUP, L.L.C. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to CREDIT SUISSE (the Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Delphi Automotive Systems LLC (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Automotive Systems LLC*, Chapter 11 Case No. 05-44640 (RDD) (Jointly Administered) (the "Bankruptcy Case"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$7,500,000.00 (the "Subject Claim").

Assignor hereby waives any objection to the transfer of the Subject Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Subject Claim and recognizing the Assignee as the sole owners and holders of the Subject Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Subject Claim, and all payments or distributions of money or property in respect of the Subject Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM IS EXECUTED THIS \(\frac{1}{2}\) day of November, 2006.

SPCP GROUP, L.L.C.	CREDIT SUISSE, CAYMAN ISLANDS BRANCH
Name: Michael A. Gatta Title: Authorized Signatory	By: Name: Title:
	By:Name:
	Title:

- 15 -

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, SPCP GROUP, L.L.C. ("Assignar") hereby unconditionally and irrevocably sells, transfers and assigns to CREDIT SUISSE (the Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Delphi Automotive Systems LLC (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, In re: Delphi Automotive Systems LLC, Chapter 11 Case No. 05-44640 (RDD) (Jointly Administered) (the "Bank uptcy Case"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$7,500,000.00 (the "Subject Claim").

Assignor hereby waives an / objection to the transfer of the Subject Claim to Assignee or the books and records of the Debter and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be er tered without further notice to Assignor transferring to Assignee the Subject Claim and recognizing the Assignee as the sole owners and holders of the Subject Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Subject Claim, and all payments or distributions of money or property in respect of the Subject Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM IS EXECUTED THIS | day of November, 2006.

SPCP GROUP, L.L.C.	CREDIT SUISSE, CAYMAN ISLANDS
	BRANCH /
By: Name:	By: Will Willief
Title:	Name: Robert Heavey Director
	Ву:
	Name: \\Titles \\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
	Titlan Landow
	Vice President

05-44481-rdd Doc 6044 Filed 12/04/06 Entered 12/04/06 14:54:34 Main Document

FORM B10 (Official Form 10) (4/05)	Pa 4 of 7	
UNITED STATES BANKRUPTCY COURT - SOUTHER	N DISTRICT OF NEW YORK	PROOF OF CLAIM
Name of Debtor	Case Number	
Delphi Automotive Systems LLC	05-44640-RDD	
NOTE: This form should not be used to make a claim for an administrative expensor payment of an administrative expense may be filed pursuant to 11 U.S.C. § 50.	ise arising after the commencement of the case. A "request" 3.	
Name of Creditor (The person or other entity to whom the debtor owes money or	☐ Check box if you are aware that anyone else has	
property):	filed a proof of claim relating to your claim. Attach	
Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America	copy of statement giving particulars.	
Name and address where notices should be sent:	Check box if you have never received any notices from the bankruptcy court in this case.	
Panasonic Automotive Systems Company of America	☐ Check box if the address differs from the address on	
776 Hwy 74 South Peachtree City, Georgia 30269	the envelope sent to you by the court.	
Attn: Laurence Roach, Esq.		
with a copy to:		
Schulte Roth & Zabel LLP		
919 Third Avenue	•	
New York, NY 10022 (212) 756-2000		
Attn: David M. Hillman, Esq.		True Space Is Fon Count Her Only
James T. Bentley, Esq.	Charleton	THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor:	Check here ☐ replaces	
	if this claim a previously filed claim, dated:	July, 28, 2006_
	⊠ amends	
1. Basis for Claim Goods sold - See attached	☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)	
□ Services performed	☐ Wages, salaries, and compensation (fill out below)	
☐ Money loaned – see attached	Yours SS #:	
☐ Personal injury/wrongful death	fromto	
□ Taxes	(date) (date)	
□ Other		
2. Date debt was incurred: See Attached	3. If court judgment, dated obtained: N/A	
4. Total Amount of Claim at Time Case Filed: at least \$9,078,		at least \$9,078,756.03
(unse	cured) (secured) (priority)	(Total)
If all or part of your claim is secured or entitled to priority, also complete Ite Check this box if claim includes interest or other charges in addition to the pri		interest or additional charges. See attached
5. Secured Claim.	7. Unsecured Priority Claim.	interest of auditorial charges. See attached.
☐ Check this box if your claim is secured by collateral (including a right of	Check this box if you have an unsecured priority cl	
setoff).	Amount entitled to priority \$\frac{\text{unliquidated - sec}}{\text{Seconds the priority of the plainty}}	e attached
Brief Description of Collateral: ☐ Real Estate ☐ Motor Vehicle	Specify the priority of the claim: Wages, salaries, or commission (up to \$4,300)	* earned within 90 days before filing of the
☐ Other	bankruptcy petition or cessation of the debtor'	·
Value of Collateral: \$,
	§ 507(a)(3). ☐ Contributions to an employee benefit plan - 11	U.S.C. § 507(a)(4).
	 □ Contributions to an employee benefit plan - 11 □ Up to \$1,950* of deposits toward purchase, let 	U.S.C. § 507(a)(4). ase, or rental of property or services for
Amount of arrearage and other charges at time case filed included in secured claim, if any: \$	 □ Contributions to an employee benefit plan - 11 □ Up to \$1,950* of deposits toward purchase, lerest personal, family, or household use - 11 U.S.C. □ Alimony, maintenance, or support owed to a second part of the properties. 	U.S.C. § 507(a)(4). ase, or rental of property or services for § 507(a)(6).
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claim, if any: \$ 6. Unsecured Nonpriority Claim \$9,078,756.03 ☐ Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only	□ Contributions to an employee benefit plan - 11 □ Up to \$1,950* of deposits toward purchase, let personal, family, or household use - 11 U.S.C. □ Alimony, maintenance, or support owed to a significant sin significant significant significant significant significant sig	U.S.C. § 507(a)(4). ase, or rental of property or services for § 507(a)(6). pouse, former spouse, or child - 11 U.S.C. 1-11 U.S.C. § 507(a)(8). S.C. § 507(a)(1).
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claim, if any: \$ 6. Unsecured Nonpriority Claim \$9,078,756.03 ☐ Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only	☐ Contributions to an employee benefit plan - 11 ☐ Up to \$1,950* of deposits toward purchase, lee personal, family, or household use - 11 U.S.C. ☐ Alimony, maintenance, or support owed to a second	U.S.C. § 507(a)(4). ase, or rental of property or services for § 507(a)(6). pouse, former spouse, or child - 11 U.S.C. 1-11 U.S.C. § 507(a)(8). S.C. § 507(a)(1).
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SOUTHERN DISTRICT OF NEW YORK		
*	X	
In re:	:	Chapter 11
DELPHI AUTOMOTIVE SYSTEMS LLC,	:	Case No. 05-44640 (RDD)
Debtor.	: X	

ADDENDUM TO AMENDED PROOF OF CLAIM FILED BY PANASONIC AUTOMOTIVE SYSTEMS COMPANY OF AMERICA, DIVISION OF PANASONIC CORPORATION OF NORTH AMERICA.

- 1. The undersigned, having an office at 776 Hwy 74 South Peachtree City, Georgia 30269, is the President of Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America (the "Claimant") and is duly authorized to execute and file this proof of claim on Claimant's behalf and in support thereof, states as follows.
- 2. As of October 8, 2005 (the "Petition Date"), Delphi Automotive Systems LLC (the "Debtor") was, and remains, indebted to Claimant in the aggregate amount of at least \$9,078,756.03, of which Claimant asserts that a portion is entitled to administrative expense priority as it consists of goods delivered to the Debtor pre-petition that are the subject of a valid reclamation claim, and other amounts due under the Operative Documents (as defined below). Claimant and the Debtor continue to work with one another to determine the liquidated amount of Claimant's reclamation claim. The basis of this claim is set forth below.

Basis of Claim

3. The Claim is evidenced by various documents and instruments (collectively, the "Operative Documents"), including without limitation:

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DELPHI AUTOMOTIVE SYSTEMS LLC

05-44640 (RDD)

Addendum to Proof of Claim

(a) Agreement on General Terms and Conditions, dated April 12, 2001, between Debtor and Claimant (as the same has been from time to time amended, the "Supply Contract"); and

- (b) Various purchase orders which incorporate terms of the Supply Contract.
- 4. The Operative Documents are too voluminous to attach hereto and copies will be made available upon written request to Claimant's attorneys.
 - 5. No judgment has been rendered on this claim.
- 6. The amounts of all payments on this claim by the Debtor have been credited and deducted for the purpose of making this proof of claim.
 - 7. This claim is not subject to any setoff or counterclaim.
- 8. Claimant reserves the right to amend or supplement this claim from time to time hereafter as it may deem necessary and proper.
 - 9. All notices and distributions in respect of this claim should be forwarded to:

Panasonic Automotive Systems Company of America 776 Hwy 74 South Peachtree City, Georgia 30269 Attn. Laurence Roach, Esq.

With a copy to:

Schulte Roth & Zabel LLP 919 Third Avenue New York, New York 10022 Attn.: David M. Hillman, Esq. and James T. Bentley, Esq.

This proof of claim is filed under compulsion of the bar date set in this case and is filed to protect Claimant from forfeiture of its claim by reason of said bar date. Filing of this proof of claim is not and should not be construed to be: (a) a waiver or release of the Claimant's rights against any other entity or person liable for all or part of any claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to the subject matter of these claims, any objection or other proceedings

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DELPHI AUTOMOTIVE SYSTEMS LLC

05-44640 (RDD)

Addendum to Proof of Claim

commenced with respect thereto, or any other proceedings commenced in this case against or otherwise

involving the Claimant; (c) a waiver of any right to the subordination, in favor of Claimant, of indebtedness

or liens held by creditors of the Debtor or affiliated debtors; or (d) an election of remedy which waives or

otherwise affects any other remedy of Claimant.

11. The Claimant reserves the right to amend, modify, or supplement this Proof of

Claim, including without limitation, its right: (a) to specify (and quantify) costs, expenses, and other charges

or claims incurred by or owed to the Claimant, (b) to file any separate or additional proof(s) of claim with

respect to the claim set forth herein or otherwise (which proof(s) of claim, if so filed, shall not be deemed to

supersede this proof of claim); (c) to amend, modify or supplement this proof of claim in any respect,

including with respect to the filing of an additional or amended proof of claim for the purpose of fixing and

liquidating any contingent or unliquidated claim set forth herein; (d) to file additional proofs of claim in

respect of additional claims or for any other reason; and (e) against third parties, including without limitation,

any affiliates of the Debtor.

Dated: July 28, 2006

PANASONIC AUTOMOTIVE SYSTEMS COMPANY OF

AMERICA, DIVISION OF PANASONIC

CORPORATION OF NORTH AMERICA